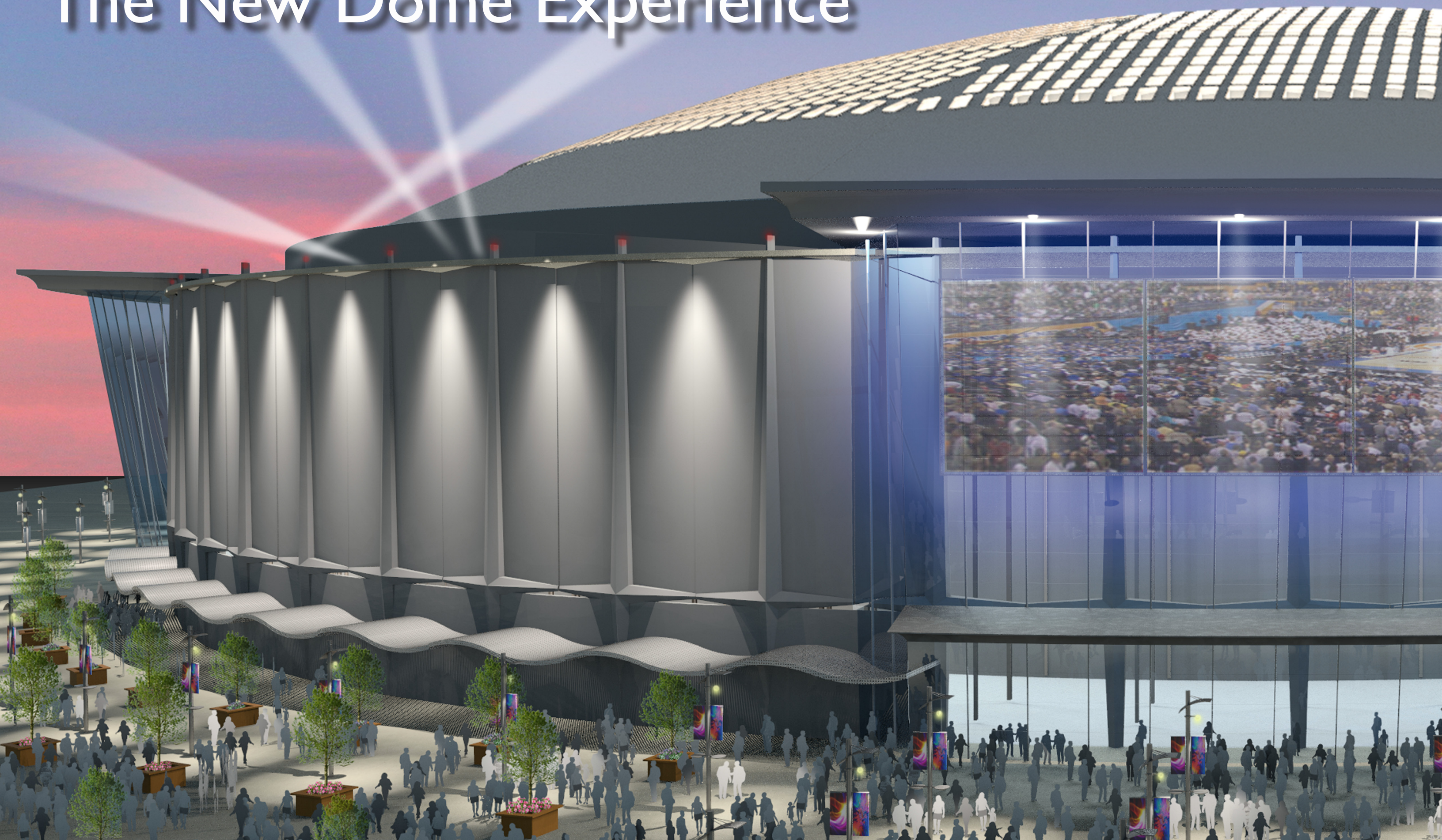


The New Dome Experience



Re-Imagine...

The Possibilities

Re-Purpose...

The Function

Re-Invent...

The Role in Today's
Competitive World



The New Dome -- with its massive indoor air-conditioned gathering space -- becomes the Gateway to Reliant Park.



Harris County gains a vital new asset for attracting major events.



Preserving this iconic structure provides immediate and sustained benefits.



Executive Summary

In 1965, Harris County combined courageous vision with shrewd business sense to create the Astrodome. The Dome became, according to Jere Longman, *New York Times*, “the most important, distinctive and influential stadium ever built in the United States.”

For decades, this extraordinary venue contributed mightily to Houston and Harris County’s economic, cultural and community vitality. It brought us sports teams that excited us and nearly forty years of the Rodeo to entertain us. The Dome was built into a global brand, earning a reputation for successfully hosting some of the biggest events in the world.

After years of carefully reviewing numerous proposals and with input from the community, the Harris County Sports & Convention Corporation (“HCSCC”) is presenting a concept that it believes best meets the needs of Harris County and the community at large. HCSCC proposes that now is the time to bring this site back to life by creating the New Dome Experience.

Re-Imagine the Possibilities

The proposed improvements will transform the Dome into a state-of-the-art, enclosed, air-conditioned and versatile facility that offers 350,000 square feet of on-grade, unobstructed, column-free space with 175 foot ceilings – an expanse and height of open floor unmatched anywhere in the world.

The New Dome’s refreshed exterior -- cleared of towers, ticket windows, ramps and berms -- will regain its pristine historical appearance, enhanced by inviting glass entries, an easy guest flow, canopies for shade, a 400,000 square foot plaza and acres of green

space. The New Dome will become a significant asset at the center of Reliant Park.

Re-Purpose the Function

This re-purposed site will serve as a catalyst for Harris County’s commitment to attract major special events. Confirmed events that can directly benefit from the advantages of the New Dome include the upcoming NCAA® Men’s Basketball Regionals and Final Four® and the 2017 NFL Super Bowl. In addition, the

“This New Dome could give Houston a terrific advantage in future Super Bowl bids.”

Ric Campo
Chairman
Houston Super Bowl Bid Committee

reconfigured site can provide a highly adaptable venue for a wide variety of other sporting, lifestyle and community events. The greatly expanded exhibit space of the New Dome will enable Reliant Park to compete for larger conventions and trade shows.

The proposed improvements make possible a noteworthy and innovative new function – the New Dome as the Gateway to major events. Much as the original Astrodome brought the game itself indoors, the New Dome has the potential to bring pre- and post- event activities indoors.

The New Dome will immediately deliver much needed indoor expansion space for the Offshore Technology Conference (OTC).

Re-Invent the Role in Today’s Competitive World

The New Dome once again changes the game, transforming a liability into an asset that will bring Harris County immediate positive results. While the New Dome is an outstanding event facility on its own, as the Gateway for Reliant Park, the New Dome Experience helps create an unparalleled event destination. Further, Harris County’s reinvestment would yield significant direct and indirect benefits.

Costs and Benefits

The cost of these capital improvements is estimated to be \$194 million. HCSCC anticipates operating revenues and expenses for the New Dome Experience to offset in stabilized operating years, exclusive of revenues or expenses associated with major events. These improvements will create a highly marketable and functionally versatile site, at the same time preserving the opportunity for other development in the future.

Great institutions create the fabric of great communities. The New Dome is iconic, historic and unique. By transforming an unused shell into a social and economic asset, the New Dome contributes to the continued greatness of Harris County. A reasonable investment today yields the most unmatched space on the planet – tomorrow and for decades to come.



Re-Imagine...

The proposed improvements will transform the New Dome into a state-of-the-art, enclosed, air-conditioned and versatile facility that offers 350,000 square feet of on-grade, unobstructed, column-free event space with 175 foot ceilings – an expanse and height of open floor unmatched anywhere in the world. These are competitive advantages that are absolutely exclusive to this space and do not exist elsewhere.

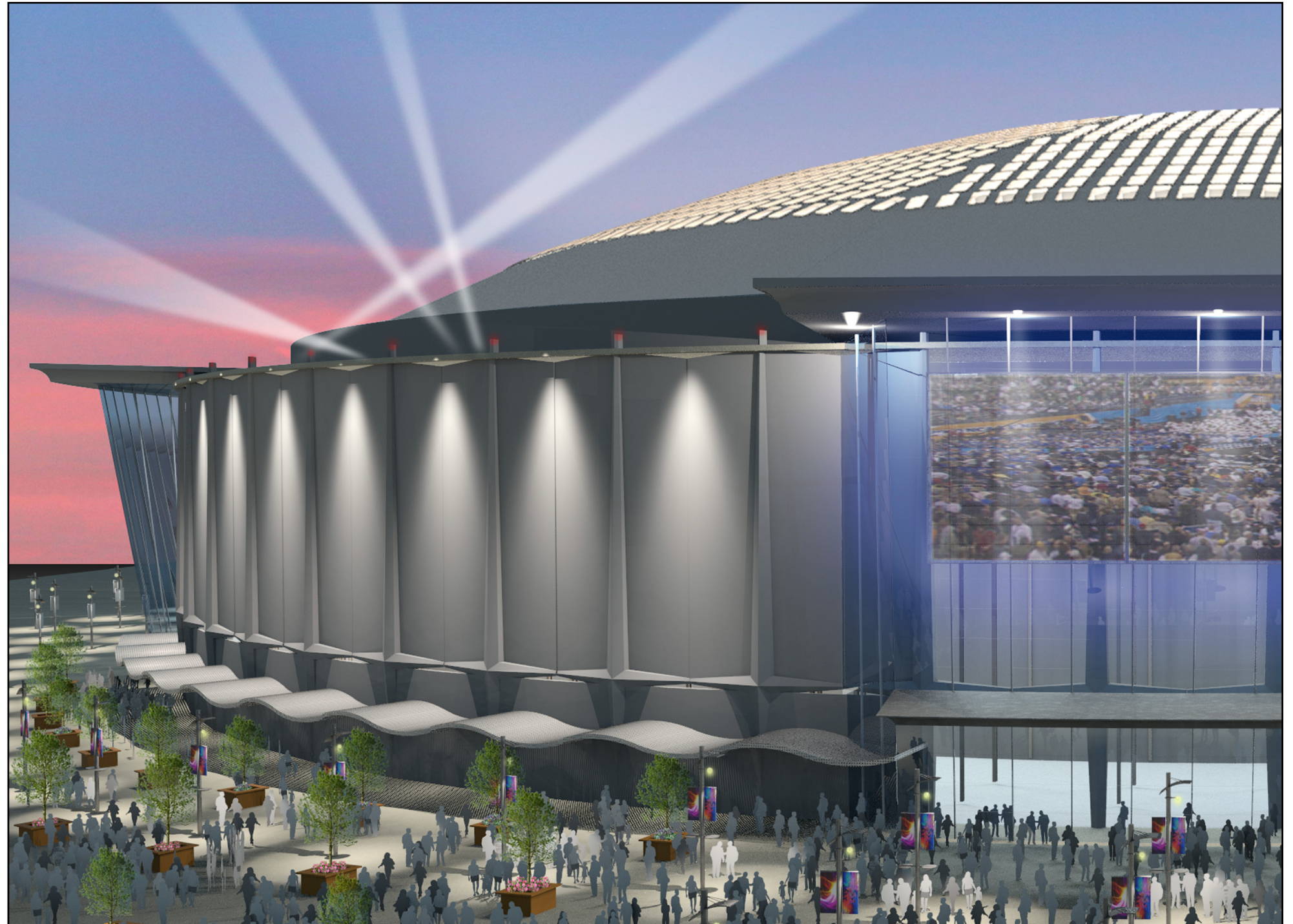
Interior

The transformation of the interior of the New Dome anticipates:

- Adding a 400,000 gross square foot main floor with 350,000 square feet of air conditioned exhibit space
- Removing the existing seating structures to create an unobstructed event floor
- Raising the event floor to street level to enhance guest access and facilitate event move-in and move-out
- Adding glass at the four compass points creating outside views and increasing natural light
- Installing energy efficient building systems, making it a model of energy efficiency and sustainability
- Improving the acoustics and sound system
- Considering sustainability initiatives such as solar panels, storm water storage and chilled water storage
- Creating a centralized event command post and security office for the Reliant Park complex
- Incorporating features to facilitate emergency operations when Reliant Park is used as a staging and logistical support site for regional emergencies.

Exterior

The outside of the New Dome will regain its iconic historic look enhanced by inviting glass entries and 400,000 square feet of plaza and green space. Guests can stroll through outdoor festivals, relax in newly developed green spaces and easily access facilities





throughout Reliant Park. These improvements will increase event opportunities and improve guest flow around the New Dome.

“I am genuinely excited about the opportunities a facility like this would offer all of our convention and event customers.”

*Greg Ortale
President and CEO
Greater Houston Convention and Visitors Bureau*

The transformation of the exterior of the Dome anticipates:

- Refreshing the exterior
- Removing the berms and lowering the surrounding site to grade to create additional outdoor event space and improve site circulation
- Eliminating the exterior ramp towers, ticket buildings, ramps, substation and high voltage transmission lines and poles
- Adding green spaces and shade
- Adding utilities for outdoor events
- Creating an exterior streetscape at the base of the Dome with restaurants/concessions, restrooms and patron amenities to enhance outdoor events.

These interior and exterior improvements will create a highly marketable, functionally versatile and utterly unique space capable of supporting a wide range of event activity, while at the same time preserving the opportunity for future development options.

Re-Purpose...

Re-purposing the Dome transforms Reliant Park into a convention/entertainment/sports venue unlike any other in the world – an event complex whose versatility will give Harris County a singular competitive advantage in attracting major events.

The proposed improvements make possible an innovative new function – the New Dome as the Gateway to major events.

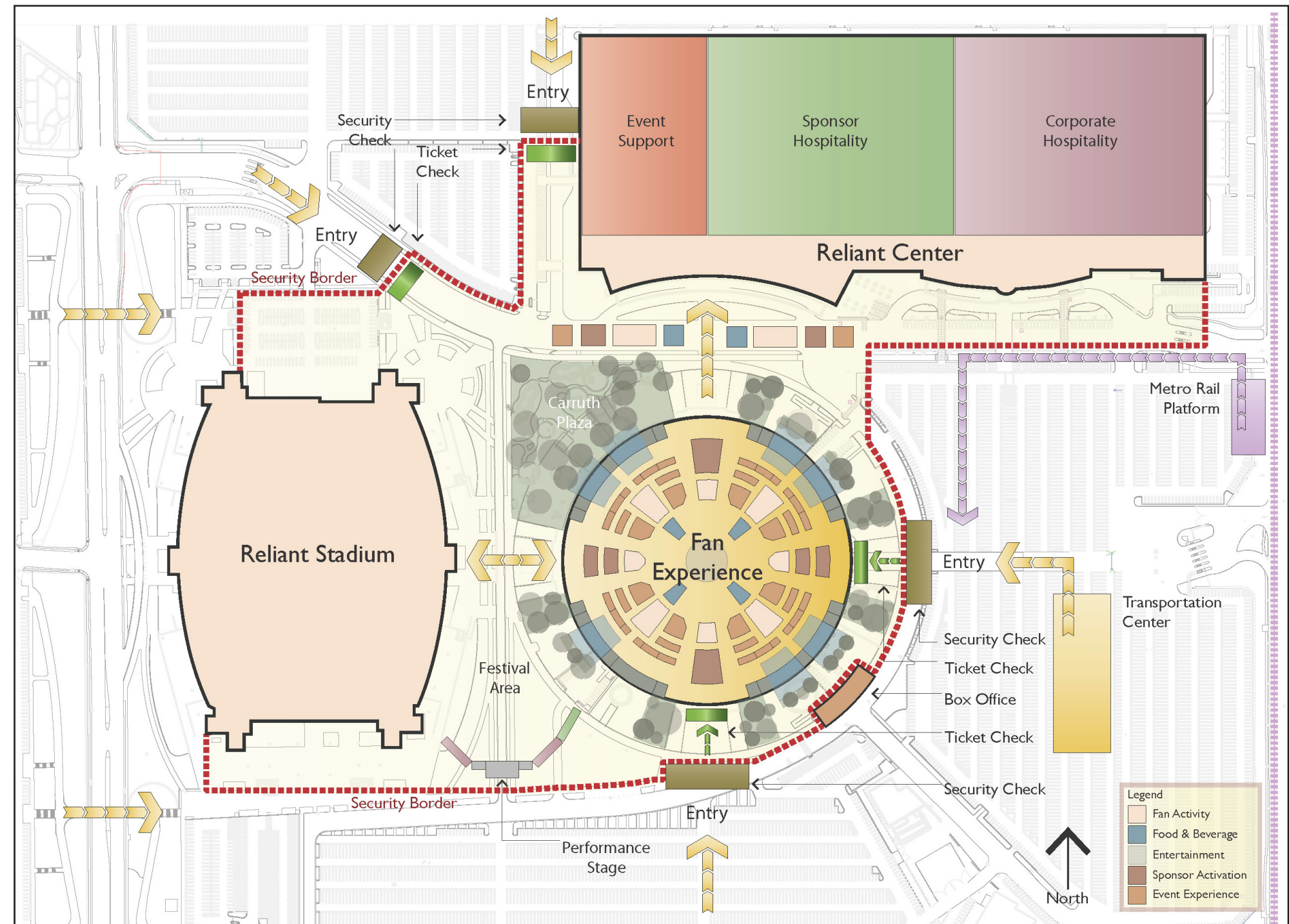
Pre-event and post-event activities that are typically held outdoors due to limited indoor space, can be hosted in the New Dome, eliminating weather concerns. Utilizing the New Dome as the grand entry enhances the guest arrival and pre-game experience and reduces expenses to event organizers.

As the original Dome defined indoor stadiums, the New Dome could create pre- and post- event options that have never been possible for major special events.

The New Dome will also provide a highly adaptable venue for stand-alone events, ranging from high school football games and volleyball tournaments to concerts and festivals, graduations and corporate or civic events. The list of potential events includes:

- 3 on 3 Basketball Tournaments
- Antique Markets
- Basketball Tournaments
- Battle of the Bands
- Bowling
- Boxing
- Corporate Events
- Concerts
- Cricket
- Dinners/Galas
- Exhibitions & Trade Shows
- Field Hockey
- Festivals

The New Dome Experience - Gateway Conceptual Plan



- High School Football
- Indoor Carnivals
- Lacrosse
- Mardi Gras
- Movie Premiers
- Rugby
- Soccer
- Softball
- Swimming Championships
- Tennis Tournaments
- Trade Fairs
- Track & Field
- Volleyball Tournaments
- Wrestling Tournaments
- X Games

Enhance Existing Opportunities

Reliant Park's confirmed events could immediately benefit from the revitalized space.

- Confirmed major events that could directly benefit from the advantages of the New Dome include the 2015 NCAA® Men's Basketball Regional, the 2016 NCAA® Men's Final Four and the 2017 NFL Super Bowl.



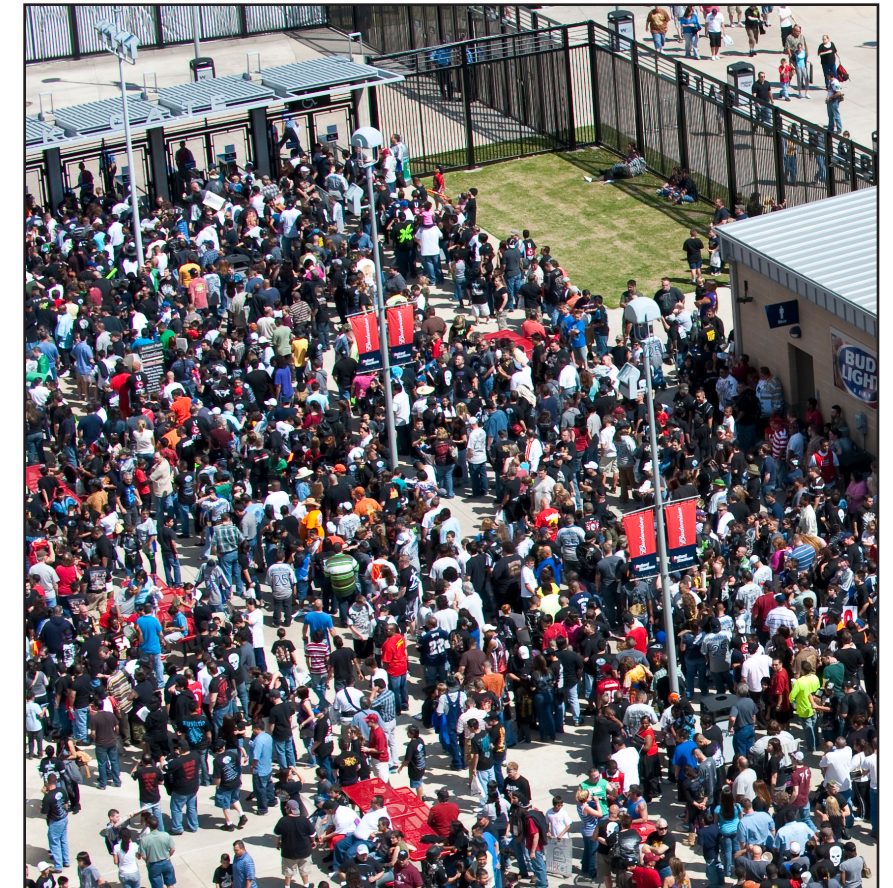
- The New Dome provides much needed indoor exhibition space for the OTC, while allowing for future growth.
- Due to changes in the Indy Car schedule, the Shell and Pennzoil Grand Prix is considering a future move to June or August. The New Dome would allow the Grand Prix the opportunity to move its outdoor activities inside during these hot summer months.

“Your plan for the Dome sounds like a great idea. Could we run the race track through the middle of the Dome?”

*Mike Lanigan
President and Owner
Shell and Pennzoil Grand Prix of Houston*

New Opportunities

Highly important from a revenue standpoint, the expansive event space of the New Dome will enable Reliant Park to:



- Compete for larger conventions and trade shows
- Attract additional event activity
- Create new opportunities during the summer months when event producers typically gravitate to more moderate climates
- Provide an opportunity for the Houston Livestock Show and Rodeo™ to bring many of their outdoor activities indoors and provide additional outdoor space for further expansion of the event
- Give the Houston Texans the potential to enrich their fan experience and create innovative new revenue streams.

In short, the New Dome will be an event destination whose versatility will give it singular competitive appeal and whose iconic stature will bring civic pride to all of Harris County.

Liability to Asset

The New Dome once again changes the game, transforming a liability into an asset that will bring Harris County immediate positive results. The re-invention of this facility will make Reliant Park an unparalleled event destination. Further, Harris County’s reinvestment would yield significant direct and indirect benefits including:

- Increasing the value of existing Harris County assets
- Enhancing the overall economic benefits generated by Reliant Park



- Enhancing the marketability and improving customer confidence through Harris County’s investment in their assets
- Providing an immediate benefit to Super Bowl, NCAA® and the OTC and other major events which generate significant economic impact for Harris County
- Solving Reliant Park’s immediate need for additional event space

“Wow, I absolutely love this plan!”

Dr. Jeanne Boyd
Managing Director
NCAA® Division I Men’s Basketball Championship

- Creating new event opportunities
- Preserving an iconic historic structure
- Preserving the Dome for future development opportunities
- Improving the overall competitiveness and marketability of Reliant Park.

Project Summary

The anticipated project cost for the New Dome is estimated at \$194 million, as detailed on the Project Cost Table.

If compared, the construction cost of standard exhibition space with a similar footprint plus the demolition cost of the Dome, with minimal site improvements, could easily reach \$170

Conceptual Project Cost Estimate	Estimated Cost (in millions)
Construction	\$149.2
Food Service Equipment	1.5
Legal & Administrative	0.2
Materials Testing & Inspection	0.6
Cost Escalation	11.4
Owner’s Representative	1.6
Design Fees	11.9
Permitting Fees	0.3
Furnishings, Fixtures & Equipment	8.0
Contingency	9.2
Total	\$193.9

...the Role in Today's Competitive World

million. Given the additional benefits offered by the New Dome (column-free space and 175 foot ceiling height) over standard exhibition space (numerous columns with low ceiling height), the incremental cost for the Dome improvements is a reasonable investment.

The project costs include construction cost estimates and soft costs. Construction costs are based on historical cost data for similar projects. Soft costs include design fees, allowances for fixtures, furnishings and equipment and other typical non-construction costs. Project contingency and cost escalation are also included.

The project is anticipated to take 30 months to complete and will be undertaken in two phases, (i) site improvements, interior

abatement and selective demolition and (ii) new construction. We believe the work can be completed without significant impact to the current Reliant Park event schedule.

In order to complete the project prior to the 2017 NFL Super Bowl, work would need to commence immediately following the 2014 Houston Livestock Show and Rodeo with preliminary design Phase I work beginning no later than the fourth quarter of 2013.

Alternative Funding Sources

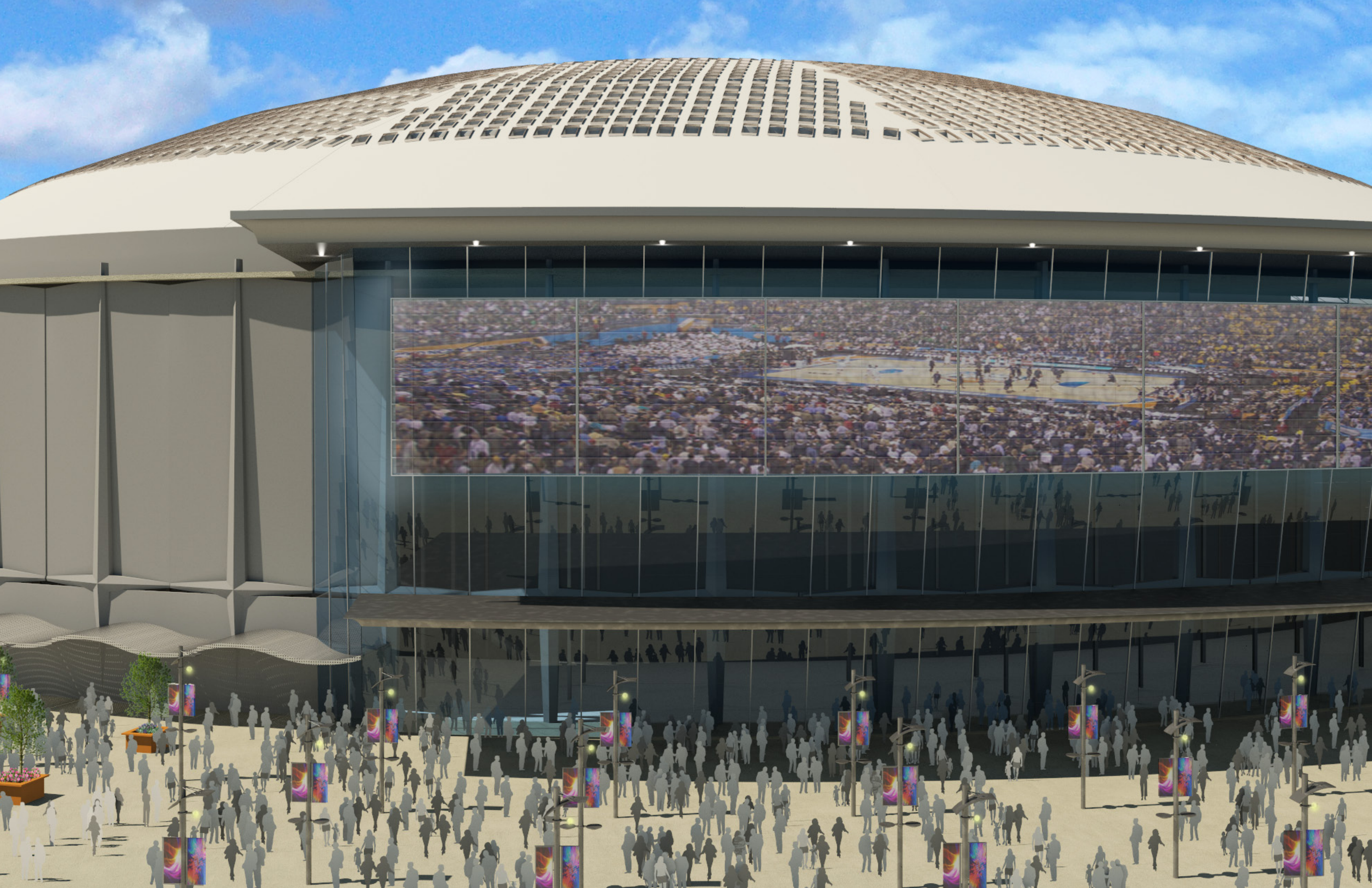
As previously discussed in detail in the 2012 Reliant Park Master Plan, the New Dome may qualify for a number of alternative financing sources, which may reduce the amount of Harris

County funding required for the project. These sources include Rehabilitation Tax Credits, New Market Tax Credits, Immigrant Investor Program (EB5) Funding, Environmental Tax Credits and Grants, Tax Increment Reinvestment Bonds and Texas Economic Development Fund Loans.

Operating Results

HCSCC anticipates operating revenues and expenses for the New Dome Experience to offset in stabilized operating years, exclusive of revenues or expenses associated with major events. Based on this analysis, additional operating subsidies should not be required from Harris County, other than those expenses historically paid by Harris County.





Re-Imagine... Re-Purpose... Re-Invent...

Great institutions are the fabric of a great society. Over the years, the Reliant Astrodome established itself as an international brand. The “Eighth Wonder of the World” successfully demonstrated that iconic structures can bring global commerce, recognition and more importantly, a true sense of community pride.

We have a chance to honor the Reliant Astrodome’s legacy in a functional manner that preserves memories of the past while inspiring future generations. The New Dome Experience will have an immediate impact on current customers, major events and event booking opportunities. The New Dome Experience will bring new, bigger events and attractions to the Houston/Harris County area, while improving our current shows, activities and surrounding communities.

“What a great setting.

**We’ve needed this space for the last 7 years
and can fill it for years to come!”**

*Stephen Graham
Associate Executive Manager of the Offshore Technology Conference
and Managing Director Americas, Society of Petroleum Engineers*

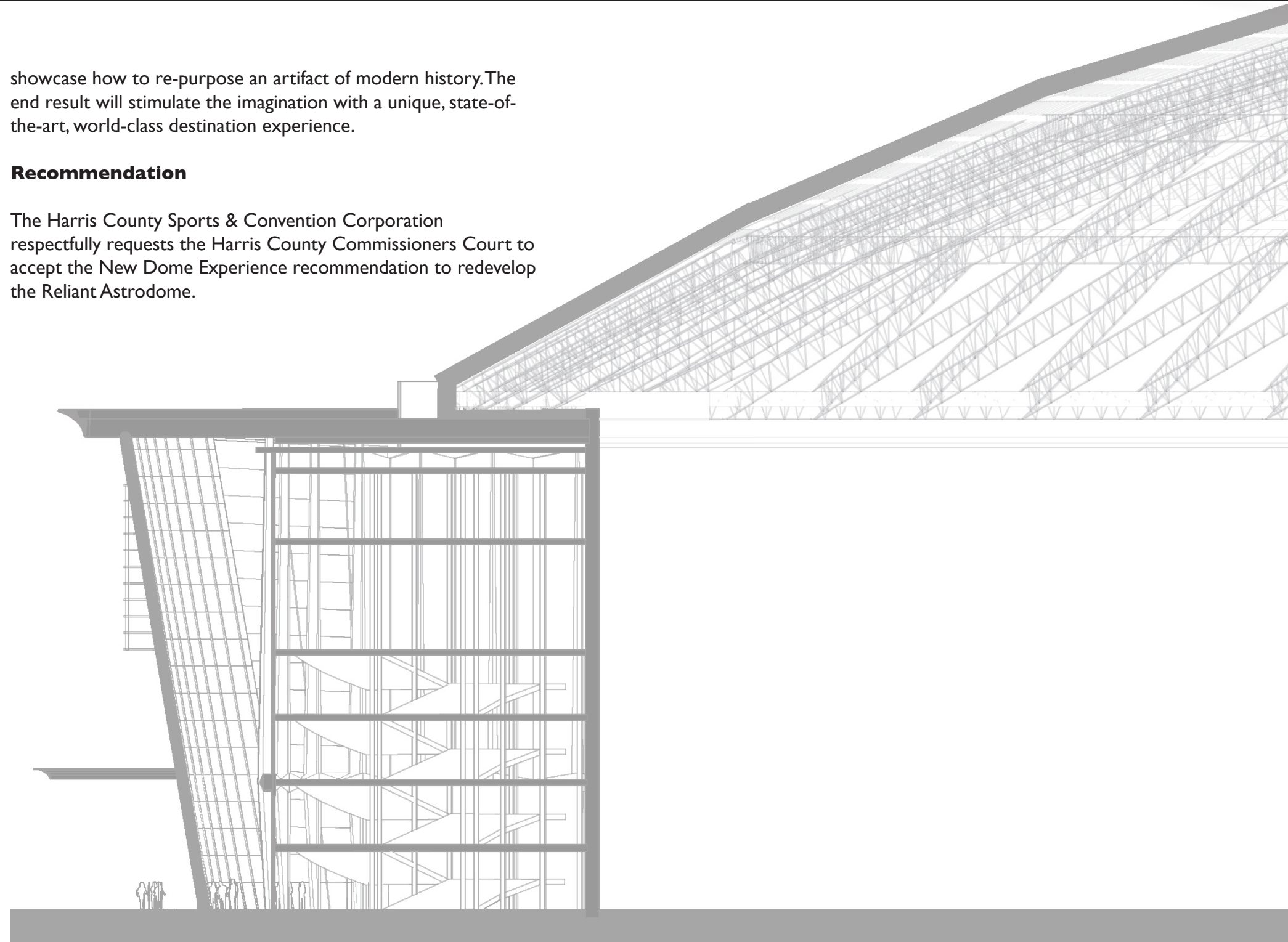
This recommendation is the result of years of sharing and comparing ideas with stakeholders, community members, educational institutions, students, engineers, architects, developers, financial experts, event planners, our customers and other business leaders.

Our proposal, like the proposal for the original Harris County Dome Stadium, is ahead of its time. Harris County’s “can-do” reputation and visionary approach will lead the world and

showcase how to re-purpose an artifact of modern history. The end result will stimulate the imagination with a unique, state-of-the-art, world-class destination experience.

Recommendation

The Harris County Sports & Convention Corporation respectfully requests the Harris County Commissioners Court to accept the New Dome Experience recommendation to redevelop the Reliant Astrodome.



The New Dome Experience

Recommendation

- The Harris County Sports & Convention Corporation respectfully requests the Harris County Commissioners Court to accept the New Dome Experience recommendation to redevelop the Reliant Astrodome.
- The anticipated project cost for the New Dome is estimated at \$194 million, as detailed on the Project Cost Table.
- Given the additional benefits offered by the New Dome (column-free space and 175 foot ceiling height) over standard exhibition space (numerous columns with low ceiling height), the incremental cost for the Dome improvements is a reasonable investment.
- The project is anticipated to take 30 months to complete and will be undertaken in two phases, (i) site improvements, interior abatement and selective demolition and (ii) new construction. We believe the work can be completed without significant impact to the current Reliant Park event schedule.
- In order to complete the project prior to the 2017 NFL Super Bowl, work would need to commence immediately following the 2014 Houston Livestock Show and Rodeo with preliminary design Phase I work beginning no later than the fourth quarter of 2013.
- The end result will stimulate the imagination with a unique, state-of-the-art, world-class destination experience.

New Opportunities

- Confirmed major events that could directly benefit from the advantages of the New Dome include the 2015 NCAA® Men's Basketball Regional, the 2016 NCAA® Men's Final Four and the 2017 NFL Super Bowl.
- The New Dome will provide much needed indoor exhibition space for the OTC, while allowing for future growth.
- Due to changes in the Indy Car schedule, the Shell and Pennzoil Grand Prix is considering a future move to June or August. The New Dome would allow the Grand Prix the opportunity to move its outdoor activities inside during these hot summer months.
- The New Dome will provide a highly adaptable venue for stand-alone events, ranging from high school football games and volleyball tournaments to concerts and festivals, graduations and corporate or civic events.
- The New Dome will allow Reliant Park to compete for larger conventions and trade shows.
- The New Dome will attract additional event activity.
- The New Dome creates new opportunities during the summer months when event producers typically gravitate to more moderate climates.

Dome History

- The Astrodome was the world's first domed and air conditioned sports and entertainment facility. Named the "Eighth Wonder of the World".
- The cost to build the Astrodome was \$36.5 million.
- The Astrodome was opened on April 9, 1965 with an exhibition game which the Houston Astros beat the New York Yankees 2 – 1.
- A new type of turf (Astroturf) was introduced in the 1965 season after the grass died from the roof being painted due to blinding the players.
- 2 Major League Baseball All-Star games, 1 NBA All-Star game, 1 NCAA® Final Four game and 3 World Heavyweight Championship boxing matches have been held in the Dome.
- The University of Houston defeated UCLA Bruins 71-69 in the first ever nationally televised college basketball game on January 20, 1968.
- On January 9, 1971, Evel Knievel set a world record in the Dome for indoor motorcycle jump. 41,857 people attended.
- On March 3, 1974, Elvis Presley at the Houston Livestock Show and Rodeo set a one day attendance record of 88,149 in two shows.